

98-Dec-02 06:20

From-RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL

85-1380

T-98

P.01/04 F-358

V54659

12/02/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

9:55 AM

((H98000022410 8)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL,
CONTACT: LISA A LANIUS
PHONE: (954)761-2910

ACCT#: 076077000521

FAX #: (954)764-4996

NAME: PROGOLD, INC.

AUDIT NUMBER.....H98000022410

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$113.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER <CR> TO RETURN TO THE DOCUMENT LIST, ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

RECEIVED
98 DEC -3 AM 7:47
DIVISION OF CORPORATIONS

FILED
98 DEC -3 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Morgan/K
12/3

ARTICLES OF MERGER
Merger Sheet

MERGING:

PROGOLD UNIFORMS INC., a Florida corporation, document number 390167

PROGOLD WORKABLES, INC., a Florida corporation, document number
P95000020223

INTO

PROGOLD, INC. which changed its name to

PROVELL, INC., a Florida corporation, V54659

File date: December 3, 1998

Corporate Specialist: Karen Gibson

98-Dec-02 10:34am From-RUDEN MC CLOSKY

9547644996

T-923 P.01/03 F-296

12/02/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

9:55 AM

((H98000022410 8)))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000
FROM: RUDEN, MCCLOSKY, SMITH, SCHUSTER & RUSSELL, ACCT#: 076077000521
CONTACT: LISA A LANIUS
PHONE: (954)761-2910 FAX #: (954)764-4996

NAME: PROGOLD, INC.

AUDIT NUMBER.....H98000022410

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$113.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER <CR> TO RETURN TO THE DOCUMENT LIST, ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

RECEIVED
98 DEC -2 AM 11:16
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 2, 1998

PROGOLD, INC.
P.O. BOX 41463-33743
ST. PETERSBURG, FL 33743US

SUBJECT: PROGOLD, INC.
REF: V54659

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

The name and title of the person signing the document must be noted beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H98000022410
Letter Number: 998A00057113

H98000022410

**ARTICLES AND PLAN OF MERGER
OF
PROGOLD UNIFORMS, INC. AND PROGOLD WORKABLES, INC.,
EACH FLORIDA CORPORATIONS,
INTO
PROGOLD, INC., A FLORIDA CORPORATION**

The undersigned, Progold, Inc., a Florida corporation (sometimes hereinafter referred to as the "Surviving Corporation"), and Progold Uniforms, Inc. and Progold Workables, Inc., each Florida corporations (sometimes collectively referred to as the "Merging Corporations"), hereby execute the following Articles and Plan of Merger pursuant to Sections 607.1101 and 607.1105, Florida Statutes:

1. The Plan of Merger of the Merging Corporations into the Surviving Corporation was adopted by the Boards of Directors and the Shareholders of the Merging Corporations and the Surviving Corporation on September 18, 1998. The Plan of Merger was adopted and approved in accordance with the provisions of Section 607.1103, Florida Statutes, and is as follows:

Plan of Merger
of
Progold Uniforms, Inc. and Progold Workables, Inc.,
each Florida corporations,
into
Progold, Inc., a Florida corporation

FILED
98 DEC -3 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

a. The name of the corporation that will be the surviving corporation in this merger is Progold, Inc., a Florida corporation. The name of the corporations merging into the Surviving Corporation are Progold Uniforms, Inc. and Progold Workables, Inc., each Florida corporations. Upon the effectiveness of the merger Progold, Inc. will change its name as set forth below.

b. Upon the effective date of the merger, the shares of the Merging Corporations shall be surrendered to the Surviving Corporation for cancellation, and the shares of the Surviving Corporation shall be unchanged by the merger.

c. The Articles of Incorporation and Bylaws of the Surviving Corporation shall not be changed in this merger, except that Article I of the Articles of Incorporation of the Surviving Corporation is hereby amended to read as follows:

ARTICLE I - NAME

The name of the Corporation is Provell, Inc.

Prepared by: Stephen M. Rubin, Esq., FL Bar #0147771
Ruden McClosky, et al., P.O. Box 1900
Fort Lauderdale, Florida 33301
FTL-369697:1 (954) 764-6660

H98000022410

H980000ZZ410

2. The merger shall become effective upon filing of these Articles of Merger with the Florida Department of State.

Dated as of SEPT 30, 1998.

SURVIVING CORPORATION

PROGOLD, INC.,
a Florida corporation

By: [Signature]
Name: David B. Fyvolent
President and Chairman of
the Board

MERGING CORPORATIONS

PROGOLD UNIFORMS, INC.,
a Florida corporation

By: [Signature]
Name: David B. Fyvolent
President and Chairman of
the Board

PROGOLD WORKABLES, INC.,
a Florida corporation

By: [Signature]
Name: David B. Fyvolent
President and Chairman of
the Board

H980000ZZ410